



IN THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD
DIVISION BENCH
COURT - 1

ITEM No.1
C.P.(CAA)/6(AHM)2025 in C.A.(CAA)/49(AHM)2024

Proceedings under Section 230-232

IN THE MATTER OF:

Aditya Birla Finance Limited
v/s
Aditya Birla Capital Limited

.....Applicant

.....Respondent

Order delivered on: 23/01/2025

Coram:

Mr. Shammi Khan, Hon'ble Member(J)
Mr. Sameer Kakar, Hon'ble Member(T)

PRESENT:

For the Applicant : Mr. Sandeep Singhi, Adv. a. w. Mr. Varun Agarwal, Adv.
For the Respondent :


ORDER
(Hybrid Mode)

1. This is a Second motion Company Petition jointly filed by the Petitioner Companies viz. **Aditya Birla Finance Limited and Aditya Birla Capital Limited** under Section 230-232 of the Companies Act which is coming up for admission and for fixing a date of hearing of the main Company Petition as well as for a direction in relation to publication in press to be effected and notices to be issued to the authorities concerned in relation to date of hearing of the Petition and calling for the objections, if any, to the Scheme of Arrangement (hereinafter for brevity referred to as "SCHEME") contemplated between the Petitioner Companies.
2. From perusal of the records, it appears that the First Motion Application vide C.A.(CAA)/49/(AHM)/2024 was ordered by this Tribunal on 29.11.2024.



3. Subsequent to the said Order, the second motion petition was filed on 09.01.2025 with which is coming up before us for fixing a date of hearing as well as for other consequential directions in terms of provisions of Sections 230 to 232 of Companies Act, 2013 read with Rule 15 and 16 of the Companies (Compromise, Arrangements and Amalgamation) Rules, 2016, brought into effect and on and from 15.12.2016 and it is now hereby ordered as follows:-

- (i) Notice of the hearing shall be advertised in the newspapers viz., the "Indian Express" (All Editions) in English, and "Sandesh" (Rajkot Edition) in Vernacular Language not less than 10 days before the aforesaid date fixed for hearing, calling for objections, if any, on or before the date of hearing.
- (ii) In addition to the above public notice, each of the Petitioners shall serve the notice of the Petition on the following Authorities namely, (a) Central Government through the office of the Regional Director (North-Western Region), Ministry of Corporate Affairs (MCA) (b) Registrar of Companies, Gujarat, MCA (c) Office of the Official Liquidator (for Petitioner Company No. 1) (d) the Principal Chief Commissioner of Income Tax (e) Reserve Bank of India (f) SEBI, NSE, BSE (for Petitioner Company No. 2) and (g) the Jurisdictional Income Tax office having jurisdiction over the respective companies indicating specifically their Permanent Account Number (PAN) in the communication as well as the other Sectoral Regulators, Insurance Regulatory and Development Authority of India, in respect of Petitioner Company No. 1/Amalgamating Company, who may govern the working of the respective companies involved in the Scheme at least 30 days before the date fixed for hearing of the above Petition.
- (iii) Further, notice shall also be served to Objector(s) or to their representative, if any, as contemplated under Sub-Section (4) of Section 230 of the Act who may have made representation and who have desired to be heard in relation to their representation along with a



copy of the Petition and the Annexures filed therewith at least 15 days before the date fixed for hearing.

- (iv) The Petitioner shall file an Affidavit of Service (7 days before the date of hearing of the Petition) in relation to paper publication effected as well as service of notices on the Authorities specified above.
- (v) Objections, if any, to the Scheme contemplated by the authorities to whom notices have been given on or before the date of hearing fixed herein may be filed, failing which it will be considered that there is no objection to the approval of the Scheme on the part of the authorities by this Tribunal and subject to other condition being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder.
- (vi) The Petitioner Company shall individually comply with proviso to sub section (3) of Section 232 or proviso to sub section (7) of Section 230, as may be applicable under the circumstances on or before the date fixed for hearing by filing the certificate of Company's auditor.
- (vii) The next date of hearing of the Petition shall be on 20.02.2025 for the consideration of the approval of the Scheme as contemplated among the Petitioner Companies.

-Sd-

SAMEER KAKAR
MEMBER (TECHNICAL)

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SHAMMI KHAN
MEMBER (JUDICIAL)